**COUNTRY CLUB (INDIA) LIMITED**
**CIN: L91990AP1991PLC012714**
Regd. Office: 'Amrutha Castle', 5-9-16, Saifabad, Opp. Secretariat, Hyderabad - 500063
Tel: 040-66848888, Fax: 040-66360609, E-mail: contact@countryclubmail.com, Website: www.countryclubindia.net

**BALLOT FORM**

**Ballot Sr. No.** _____

| | |
|---|---|
| 1. Name(s) of Shareholder(s) (in block letters) (including joint holders, if any) : | |
| 2. Registered address of the Sole/ First named shareholder : | |
| 3. DP ID No./ Client ID No./ Registered Folio No./* *(Applicable to investors holding shares in Physical form) : | |
| 4. Number of shares held : | |

5. I/We hereby exercise my/our vote in respect of the following resolution to be passed through AGM for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick ( √ ) mark at the appropriate box below.

| Sl. No. | Description | Type of Resolution | I/We assent to the resolution | I/We dissent to the resolution |
|---|---|---|---|---|
| 1 | Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014 | Ordinary | | |
| 2 | Declaration of dividend | Ordinary | | |
| 3 | Re-appointment of the Y, Manjula Reddy as Director | Ordinary | | |
| 4 | Appointment of M/s. P. Murali & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2015 | Ordinary | | |
| 5 | To Appoint Sri K. Satyanarayana Raju (DIN: 00979484) as an Independent Director | Ordinary | | |
| 6 | To Appoint Sri Indukuri Venkata Subba Raju (DIN: 02274771) as an Independent Director | Ordinary | | |
| 7 | To Appoint Sri Y. Subba Rao (DIN: 03030193) as an Independent Director | Ordinary | | |
| 8 | To Appoint Sri D. V. Ratna Kishore (DIN: 01017518), as an Independent Director | Ordinary | | |
| 9 | To Appoint Sri Venkateswara Dontireddy Reddy (DIN: 06955859), as an Independent Director | Ordinary | | |
| 10 | Adoption of new Articles of Association in conformity with Companies Act, 2013 | Special | | |
| 11 | To regularize the Contract entered with M/s. Country Condo's Limited | Special | | |
| 12 | To approve the payment of remuneration to Executive Directors | Ordinary | | |
| 13 | To approve the payment of remuneration to Non-Executive Directors | Ordinary | | |
| 14 | Change of Name of the Company | Special | | |

Place:
Date:

_____
Signature of the Shareholder (s)

**Electronic Voting Particulars**

| EVEN(Electronic Voting Event Number) | User ID | Password |
|---|---|---|
| | | |

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

**Instructions for e-voting are as under:**

(i) The Notice of the 23rd AGM of the Company *inter alia* indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided at the bottom of the Ballot Form for the 23rd AGM:

(ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.

(iii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iv) Click on Shareholder – Login

(v) Put user ID and password as initial password noted in step (i) above. Click Login.

(vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(viii) Select "EVEN" of Country Club (India) Limited

(ix) Now you are ready for e-Voting as Cast Vote page opens

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@countryclubmail.com with a copy marked to evoting@nsdl.co.in.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com.**

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The e-voting period commences at 9.00 a.m. on Wednesday, 24th September, 2014 and will end at 5.00 p.m. on Friday, 26th September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 29th August, 2014.

VI. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

VII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VIII. The Results shall be declared on or after the 23rd Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.countryclubindia.net and on the website of NSDL within two(2) days of passing of the resolutions at the 23rd Annual General Meeting of the Company on 30th September, 2014 and communicated to the Stock Exchanges.